

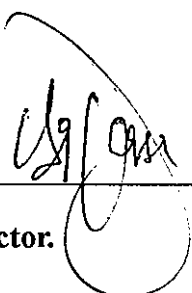
SUCCESS SYSTEMS LIMITED

**ANNUAL REPORT & STATEMENT OF ACCOUNTS
FOR THE PERIOD 1/1/97 TO 31/12/97**

CONTENTS

Page:

2. Directors.
Report of the Directors.
Auditors.
3. Balance Sheet.
Profit & Loss Account.
4. Notes to the Accounts.



Director.



SUCCESS SYSTEMS LIMITED

DIRECTORS REPORT

DIRECTORS

Mr. D.R. Carson

SECRETARY & REGISTERED OFFICE

Mr. D.R. Carson

11 Deanwater Close
Locking Stumps
Warrington
Cheshire.

REPORT OF THE DIRECTORS

The company, has been dormant since its formation and has not engaged in any trading activities whatsoever.

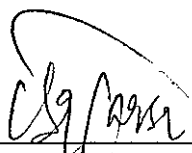
The Directors and their interest in the Share Capital of the Company were as follows:

	Ordinary Shares At 31/12/96	Ordinary Shares At 31/12/97
Directors Interests:		
Mr. D. R. Carson	49	100

AUDITORS

A resolution that the company, having been dormant since its formation should resolve to make itself exempt from the provisions of Part VII of the Companies Act 1985* relating to the audit of accounts and from the obligation to appoint auditors has been approved by the Directors & members at a General Meeting held on 7 May, 1994.

*N.B. The reference above to the Companies Act 1985 relate to that Act as amended by The Companies Act 1989 & S.I. No. 1992/3003.

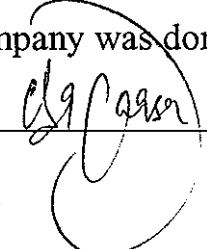


Director

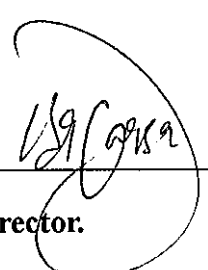
SUCCESS SYSTEMS LIMITED**BALANCE SHEET AS AT 31/12/97****BALANCE SHEET**

	Current Year 1997	Previous Year 1996
ASSETS		
LIABILITIES		
CAPITAL & RESERVES		
ISSUED AND FULLY PAID		
100 ordinary shares at £1 each	100	100
AUTHORISED SHARE CAPITAL		
100 Shares of £1 each	100	100
PROFIT & LOSS ACCOUNT		
Nil	Nil	Nil

The company was dormant throughout the financial year.

Signed: 

Director.


Director.

SUCCESS SYSTEMS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31/12/97

1. ACCOUNTING POLICIES

a) Basis of Accounting

The Company's Accounts are prepared under the historical cost convention.

b) Stock

Stock is valued at the lower of cost and net realisable value

c) Depreciation

Depreciation is provided on all tangible fixed assets as follows:

Fixtures & Fittings	25% per annum
Motor Vehicles	25% per annum

d) Leasing & Hire Purchase Commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the Balance Sheet and are depreciated over their useful lives.

The interest element of the rental obligations is charged to Profit & Loss Account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charges to income as incurred.

2. Share Capital

	Authorised		Allotted, Called Up & Fully Paid	
	1996	1997	1996	1997
Ordinary Shares of £1 each	100	100	100	100